

EXHIBIT E

General Principles - Honesty, Integrity and Personal Responsibility

All employees are expected to demonstrate high standards of personal conduct when engaged in Company business and when representing the Company.

In particular, employees are expected to adhere to all legal, ethical and commonly accepted business standards of conduct.

Honesty, integrity and personal (and where appropriate, professional) responsibility are the foundations of the way the Company conducts its business.

While the policies included in this Code address a variety of specific issues, the themes of honesty, integrity and personal responsibility are common to all. Adherence to these standards is essential to the Company's ability to maintain the trust and respect of its customers and employees.

Compliance with Laws

The Company is strongly committed to conducting our business in full compliance with all applicable laws, rules and regulations of every location in which we do business. If there is any question regarding the legality of any action, employees should seek guidance from his or her manager, the Legal Department or officer in charge of legal affairs in the employee's country.

Equal Employment Opportunity Policy

It is the policy of the Company to provide equal employment opportunity to qualified individuals regardless of religion, race, color, sex, age, disability, national origin or any other protected characteristic as established by law, and to conform to all regulatory directives.

This policy of equal opportunity applies to all employment aspects including recruiting, hiring, transfers, wages, salaries, promotions and benefits.

The Human Resources Department has overall responsibility for this policy and maintains reporting and monitoring procedures. Employee questions or concerns should be referred to the Human Resources Department.

Appropriate disciplinary action may be taken against any employee violating this policy, up to and including termination.

Workplace Diversity

The Company values and promotes diversity as a strategic advantage. Diversity refers to human differences, including those based on culture, ethnicity, gender, age, etc.

Among the benefits the Company derives from the diversity of its workforce are:

- Different viewpoints and perspectives in decision-making;
- Greater innovation and creativity; and
- A broad pool of qualified employees.

Americans with Disabilities Act Policy Statement

The Company is committed to complying with all applicable provisions of the Americans with Disabilities Act ("ADA") and related state and local laws. It is the Company's policy not to discriminate against any qualified employee or applicant with regard to any terms or conditions of employment because of such individual's disability so long as the employee can perform the essential functions of the job, with or without reasonable accommodation. Consistent with this policy of nondiscrimination, the Company will provide reasonable accommodations to a qualified individual with a disability, who has made the Company aware of his or her disability and need for accommodation, provided that such accommodation does not constitute an undue hardship on the Company or pose a direct threat to the health and safety of the employee or others.

Accommodations may include modifications to the application process, making existing facilities readily accessible for persons with disabilities, job restructuring, part time or modified work schedules, acquisition or modification of equipment or devices, training materials or policies, and other similar accommodations.

Accommodations may include a request for a job protected leave of absence, which the Company will consider on a case by case basis. Employees seeking such leaves must follow the process set forth below. When leave is granted as an accommodation, is the employee's obligation to keep in communication with the Company as to his/ her expected return to work date. If an employee's expected return to work date changes, the employee is to contact his/her supervisor as soon as he/she becomes aware of the change. Failure to report status in a timely manner may result in termination of employment.

When an employee is released to return to work after taking a leave of absence, to the extent permitted by law, he or she may be required to provide medical certification of fitness for duty (either with or without an accommodation).

Non-Discrimination and Anti-Harassment Policy

A. General

It is the policy of the Company to maintain a supportive work environment in which all individuals are treated with respect and dignity. Every employee is entitled to work in a professional environment free from all forms of discrimination, harassment or intimidation based on an employee's age, citizenship, color, disability, gender, marital status, military status, nationality, race, religion, sexual preference, or any other characteristic protected by federal, state or local legislation.

It is our goal to promote a workplace that is free of discrimination and harassment occurring in the workplace or in other settings in which employees may find themselves in connection with their employment, such as work-related social functions, whether on or off the Company's premises, and business-related travel.

Discrimination and harassment are unlawful and violate Company policy.

Furthermore, any retaliation against an individual who has complained about discrimination or harassment, or retaliation against individuals for cooperating with an investigation of a discrimination or harassment complaint, is similarly unlawful and violates Company policy.

As discussed in greater detail below, employees who believe that they are being subjected to discrimination, harassment or retaliation, or who have concerns about such matters, should report the matter promptly to their supervisor, department head, or Human Resources.

Because we take allegations of discrimination and harassment very seriously, we will respond promptly to complaints and where it is determined that inappropriate conduct has occurred, we will act quickly to eliminate the conduct and impose such corrective action as is necessary. This means disciplinary action where appropriate, up to and including termination.

B. Definitions of Harassment

Harassment on the basis of any characteristic protected under the law is strictly prohibited. Under this policy, harassment is verbal or physical conduct that denigrates or shows hostility or aversion toward an individual because of any of the following: (a) his/her race, color, religion, national origin, age, disability, alienage or citizenship status, marital status, creed, genetic predisposition or carrier status, sexual orientation or any other characteristic protected by law; or (b) that of his/her relatives, friends or associates, and that: (i) has the purpose or effect of creating an intimidating, hostile or offensive work environment; (ii) has the purpose or effect of unreasonably interfering with an individual's work performance; or (iii) otherwise adversely affects an individual's employment opportunities.

Harassing conduct includes, but is not limited to: epithets, slurs or negative stereotyping; threatening, intimidating or hostile acts; denigrating jokes and/or display or circulation in the workplace of written or graphic material that denigrates or shows hostility or aversion toward an individual or group (including through e-mail).

"Sexual harassment" means unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature when either:

- a) Submission to or rejection of such advances, requests or conduct is made either explicitly or implicitly a term or condition of employment or a basis for employment decisions; or

process to the extent consistent with conducting an adequate investigation and taking appropriate corrective action.

3. Disciplinary Action

If it is determined that inappropriate conduct has been committed, the Company will act promptly to eliminate the offending conduct, and where it is appropriate we will also take such disciplinary action as is fitting under the circumstances. Such action may range from counseling to termination of employment and may include such other forms of discipline as we deem appropriate under the circumstances.

The Company strongly encourages any employee who feels that he or she has been subjected to discrimination, harassment (sexual or otherwise) or retaliation, to voice a complaint in the manner described above. All employees should note that, as mentioned above, retaliation against an individual who has complained about discrimination or harassment, and/or retaliation against individuals for cooperating with an investigation of a discrimination or harassment complaint, is unlawful and will not be tolerated.

These policies apply to all applicants and employees, and prohibit discrimination, harassment and retaliation whether engaged in by fellow employees, by a supervisor or manager or by someone not directly connected to the Company (e.g., an outside vendor, consultant or customer).

Finally, these policies should not, and may not, be used as a basis for excluding or separating individuals of a particular sex, race, color, religion, national origin, age, disability, or any other protected characteristic, from participating in business or work-related social activities or discussions in order to avoid allegations of harassment. The law and the policies of the Company prohibit disparate treatment on the basis of any protected characteristic with regard to terms, conditions, privileges and perquisites of employment. The prohibitions against discrimination, harassment and retaliation are intended to complement and further these policies, not to form the basis of an exception to them.

Any questions or concerns regarding this policy should be addressed to Human Resources.

Internal Investigations and Searches

The Company, at its discretion, may find it necessary to conduct internal investigations for security, auditing or other work-related reasons.

As a Company employee, you will be permitted to use the Company's desks, files, cabinets, closets, offices, lockers, computer files and other similar property. This property, however, belongs to the Company, and the Company may inspect its property and the contents therein in its sole discretion, with or without notice to employees. The Company and its authorized agents may also conduct unannounced searches of its work areas, facilities and Company vehicles. All employees are expected to refrain from interfering with the Company's inspection of its property and to cooperate fully with and assist in these investigations if requested to do so.

With respect to an employee's personal property, it is the Company's policy to respect the privacy of its employees to the greatest extent possible, consistent with the proper and efficient operation of the Company as well as applicable law. Whenever necessary, in the Company's sole discretion, the Company and its authorized agents may conduct searches of an employee's personal property, including, without limitation, an employee's brief case, bag and packages. Situations that may necessitate a search of personal property include, but are not limited to, the Company having reasonable suspicion that an employee is in violation of Company policy or applicable federal, state or local law. Employees are required to cooperate fully under such circumstances. While Company management will generally try to obtain an employee's consent before conducting a search of an employee's personal property, it may not always be able or appropriate to do so.

Failure to cooperate with a Company search, regardless of whether it involves either Company or personal property, shall subject each employee to discipline, up to and including termination.

The above policy will be interpreted and enforced in accordance with applicable federal, state and local law.

Code of Conduct Conclusion

The policies contained in this Code of Conduct section, endeavor to establish guidelines for conduct in some of the general areas that might pose ethical and/or legal concerns.

It is impossible to cover every conceivable situation in which employees might be confronted with an ethical dilemma, or where they might have ethical concerns about aspects of their, or a colleague's, work.

The policies listed in the Code of Conduct section cannot substitute for personal integrity, honesty and personal responsibility (hence these being underlying themes covering employees' conduct generally).

If you are in doubt in regard to any situation, interest or affiliation, whether involving your conduct directly or that of a colleague, the best advice is to report the matter with your supervisor, department head or Human Resources and/or as set forth in the Compliance Concerns Policy.

The Company expects every employee to make a personal commitment to the observation of all legal, ethical and commonly accepted business standards of conduct. By doing so, the culture of honesty, integrity and responsibility, which is the hallmark of our business, will continue to prevail and contribute to our reputation.

The Company will not retaliate against any employee who in good-faith raises concerns or makes a report about a possible violation of the Code of Conduct. It will not discharge, suspend or discriminate against an employee in good-faith reports otherwise provides information regarding a possible violation of this Code of Conduct or any questionable business practice, accounting or auditing matter.

Violation of any of the policies set forth herein subjects an employee to appropriate disciplinary action, up to and including termination.